

**Exhibit 2**In the Office of the  
Secretary of State of Texas

JAN 31 2006

**ARTICLES OF CONVERSION  
OF  
WILLIAM NOBLE RARE JEWELS****Corporations Section**

Pursuant to the provisions of provisions of Article 9.05 of the Texas Revised Partnership Act ("TRPA") and Section 2.15 of the Texas Revised Limited Partnership Act ("TRLPA"), the undersigned converting entity hereby duly executes these Articles of Conversion, certifying the information contained herein, for the purpose of effecting a conversion in accordance with the provisions of the TRPA and TRLPA.

1. A plan of conversion was approved and adopted in accordance with the provisions of Chapter 10 of the TBOC providing for the conversion of William Noble Rare Jewels, a Texas general partnership formed pursuant to the Texas Revised Partnership Act, to William Noble Rare Jewels, L.P., a Texas limited partnership.
2. An executed plan of conversion is on file at the principal place of business of the converting entity at 100 Highland Park Village, Suite 370, Dallas, Texas 75205, and, from and after the conversion, an executed plan of conversion will be on file at the principal place of business of the converted entity at 100 Highland Park Village, Suite 370, Dallas, Texas 75205.
3. A copy of the plan of conversion will be furnished by the converting entity (prior to the conversion) or by the converted entity (after the conversion) on written request and without cost to any shareholder or partner of the converting entity or the converted entity.
4. The number of partners entitled to vote on the plan of conversion are two (2).
5. The number of partners that consented to the plan of conversion are two (2).
6. The plan of conversion was duly authorized by all action required by the laws under which the converting entity, William Noble Rare Jewels, a Texas general partnership, was organized and by its constituent documents.
7. The converted entity will be responsible for any franchise taxes that might be owed by the converting entity.

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RECEIVED

JAN 31 2006


Secretary of State

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Conversion  
as of the 31st day of January, 2006.

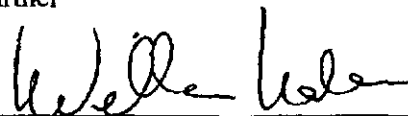
**WILLIAM NOBLE RARE JEWELS,**  
a Texas general partnership

By: **WILLIAM NOBLE, L.P.,**  
a Texas limited partnership,  
its partner

By: William Noble Genpar, LLC,  
a Texas limited liability company,  
its general partner

By:   
William Noble,  
Sole Member

By: **THE 1999 NOBLE CHILDREN'S  
IRREVOCABLE TRUST,**  
its partner

By:   
William Noble,  
Trustee

JAN 31 2006

**CERTIFICATE OF FORMATION  
OF  
WILLIAM NOBLE RARE JEWELS, L.P.**

**Corporations Section**

The undersigned General Partner, desiring to form a limited partnership (the "Partnership") pursuant to the Texas Business Organizations Code (the "Code"), hereby duly executes this Certificate of Formation as of the date set forth below, to become effective in accordance with the provisions of Section 7 hereof.

1. The name of the Partnership is "William Noble Rare Jewels, L.P."
2. The filing entity being formed is a limited partnership.
3. The address of the registered office of the Partnership is 100 Highland Park Village, Suite 370, Dallas, Texas 75205 and the name of the registered agent whose business office address will be the same as the registered office address is William Noble.
4. The address of the principal office of the Partnership in the United States where its partnership records are to be kept or made available under Section 153.551 of the Code is 100 Highland Park Village, Suite 370, Dallas, Texas 75205.
5. The name, the mailing address, and the street address of the business or residence of the sole general partner of the Partnership is as follows:

NAMEMAILING AND STREET ADDRESS

William Noble, L.P.,  
a Texas limited partnership

100 Highland Park Village, Suite 370  
Dallas, Texas 75205

6. The Partnership is being formed pursuant to a Plan of Conversion.
7. The name of the Converting Entity is William Noble Rare Jewels, a general partnership formed in the State of Texas pursuant to the Texas Revised Partnership Act, and its address is 100 Highland Park Village, Suite 370, Dallas, Texas 75205.
8. This Certificate of Formation will become effective upon the issuance of the Certificate of Conversion by the Secretary of State in accordance with the Plan of Conversion.

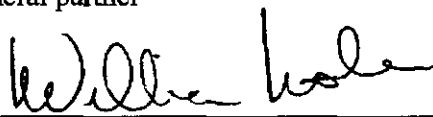
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SIGNED as of the 31st day of January, 2006.

**GENERAL PARTNER**

WILLIAM NOBLE, L.P.  
a Texas limited partnership

By: William Noble Genpar, LLC,  
a Texas limited liability company,  
its general partner

By:   
William Noble,  
Sole Member